IN THE UNITED STATES DISTRICT COURT FOR THE NORTHERN DISTRICT OF TEXAS FORT WORTH DIVISION

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WHITNEY MAIN, HENRY SCHMIDT, and DANIEL GRENTZ, Individually and as Representatives of a Class of Similarly Situated Persons, and on Behalf of the American Airlines, Inc., 401(K) Plan,

Plaintiffs,

v.

AMERICAN AIRLINES, INC., AMERICAN BEACON ADVISORS, INC., PENSION ASSET ADMINISTRATION COMMITTEE, BENEFITS STRATEGY COMMITTEE, PENSION BENEFITS ADMINISTRATION COMMITTEE, and EMPLOYEE BENEFITS COMMITTEE,

Case No. 4:16-cv-00473-O

Defendants.

ORDER

Before the Court is Plaintiffs' Motion for Attorney Fees, Expenses, and Service Awards (ECF No. 129), filed December 22, 2017. The Court held a Fairness Hearing on February 21, 2018, regarding the instant motion and the motion for final approval of the class action settlement. *See* Min. Entry, ECF No. 136. This motion is unopposed by Defendants. Having considered the motion papers, the proposed Settlement Agreement which the Court preliminarily approved on October 23, 2017 and has now finally approved, the arguments of counsel, and all files, records, and proceedings in this action, and otherwise being fully informed in the premises as to the facts and the law, the Court finds that Plaintiffs' Motion for Attorney Fees, Expenses, and Service Awards (ECF No. 129) should be and is hereby **GRANTED**.

It is hereby **ORDERED**, **ADJUDGED**, and **DECREED** that:

1. Class Counsel's request for an award of \$6,600,000 in attorneys' fees is

APPROVED. Having reviewed Class Counsel's fee application and all applicable legal authorities,

the Court finds the requested amount of fees (30% of the Settlement Fund) to be reasonable and

appropriate.

2. Class Counsel's request for litigation expenses in the amount of \$428,375.21 is

APPROVED. The Court has reviewed these expenses, and finds that they were necessarily incurred

in the conduct of the litigation.

3. Class Counsel's request for settlement administration expenses in the amount of

\$163,604 is APPROVED. The Court has reviewed these expenses (consisting of \$141,104 in

expenses for the Settlement Administrator, \$2,500 in expenses for the Escrow Agent, and \$20,000

in expenses for the Independent Fiduciary who was retained to review the class release on behalf of

the Plan pursuant to applicable regulations), and finds that they are reasonable and appropriate, and

should be paid from the Settlement Fund.

4. Plaintiffs' request for class representative service awards in the amount of \$10,000

each to Whitney Main, Daniel Grentz, and Henry Schmidt is APPROVED. The Court finds these

awards to be justified under the facts of this case and consistent with applicable legal authorities.

5. Pursuant to Paragraph 5.7 of the Settlement Agreement, the amounts approved in

Paragraphs 1, 2, 3, and 4 above shall be disbursed from the Qualified Settlement Fund within thirty

(30) days after the Settlement Effective Date.

SO ORDERED on this 21st day of February, 2018.

Reed O'Connor

UNITED STATES DISTRICT JUDGE

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